#4 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES SECRET WARS™

75¢
4
AUG
02475
APPROVED BY THE COMICS CODE AUTHORITY

BENEATH ONE HUNDRED AND FIFTY BILLION TONS, STANDS *THE HULK* --

-- AND HE'S NOT HAPPY!

BOB LAYTON

© 2011 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM

Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! The evil forces attacked first, but were defeated, several of their number falling captive. Thus, it seemed that the heroes, under the leadership of Captain America, were invincible. However, internal strife divided them — and when the villains mounted a second, sudden, surprise attack, the heroes were caught off-guard and in disarray! And now, the victory belongs to the forces of Doom!

Stan Lee PRESENTS: MARVEL SUPER HEROES SECRET WARS™

SITUATION: HOPELESS!

BUH-WHU-WHOOM!

THERE! SO MUCH FOR THE SUPER HEROES' HEAD-QUARTERS!

JIM SHOOTER ——— WRITER
BOB LAYTON ——— PENCILER
JOHN BEATTY ——— INKER
JOE ROSEN ——— LETTERER
CHRISTIE SCHEELE — COLORIST
TOM DeFALCO ——— EDITOR

© 2011 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

AND, AS THE VICTORS EXPLORE THE RUINS...

I CAN'T BELIEVE WE LET THEM SLIP THROUGH OUR FINGERS! HOW COULD THEY HAVE ESCAPED?

WITH THE DESTRUCTION OF THEIR FORTRESS COMPLETE, THEIR MOMENTS ARE NUMBERED, *DOCTOR OCTOPUS!*

WE SHALL HUNT THEM DOWN LIKE DOGS!

MOLECULE MAN, IT WAS UNBELIEVABLE HOW YOU OBLITERATED THIS ENTIRE STRUCTURE--WITH JUST A WAVE OF YOUR HAND!

OH, IT'S EASY WHEN YOU CONTROL ALL MOLECULES! AND YOU CAN CALL ME OWEN IF YOU WANT, *VOLCANA!*

OWEN! WHAT A DARLING NAME!

ANY SIGN OF THEM, OCTOPUS?

NOT YET!

THESE GLASSES I FOUND SEEM TO AUTOMATICALLY DETECT AND FOCUS ON MOVING OBJECTS! SOONER OR LATER...

WAIT--! *THERE!* ABOUT FIVE MILES THAT WAY--! I SEE THEM REGROUPING!

THEY LOOK TO BE IN BAD SHAPE! EASY TO FINISH OFF!

THEY'RE OUT OF RANGE OF HAND WEAPONS, BUT PERHAPS WE CAN SALVAGE A HEAVY CANNON!

BAH! *TITANIA* NEEDS NO WEAPONS--

--EXCEPT *THIS!*

HOLEE--!

THEY WILL NOT ESCAPE! I WILL CRUSH THEM *ALL!*

ALL RIGHT, *WRECKING CREW*--IF SHE CAN DO IT, SO CAN WE! *BOMB* 'EM--!

WITH, UH... SMALLER CHUNKS OF DEBRIS!

THROWING ROCKS IS STUPID! LET'S GO AFTER 'EM--JUST IN CASE TITANIA MISSED!

THE *ABSORBING MAN* IS RIGHT! LET'S GO!

THAT REALLY WON'T BE NECESSARY! I CAN TAKE CARE OF THEM FOR *SURE*--!

REALLY, OWEN?

SURE, VOLCANA! JUST WATCH!

SEE THOSE MOUNTAINS IN THE DISTANCE--?

I'LL JUST DROP *THOSE* ON 'EM!

MEANWHILE, AS *CAPTAIN AMERICA* REGROUPS HIS BATTERED TROOPS...

HAWKEYE, PRESENT!

HULK HERE... AND I'VE GOT *MISTER FANTASTIC, SPIDER-MAN, SHE-HULK* AND *BEN GRIMM!*

IRON MAN PRESENT AND ACCOUNTED FOR! I'VE GOT *CAPTAIN MARVEL!*

THE *HUMAN TORCH* IS HERE...UH! HURTIN'... BUT HANGIN' IN THERE!

ALL ACCOUNTED FOR THEN... EXCEPT FOR *THOR*...AND THE *X-MEN*, WHO APPARENTLY VANISHED BEFORE THE BATTLE!

DESERTED, YOU MEAN!

WE'LL WORRY ABOUT THAT LATER! FOR NOW, LET'S KEEP MOVING AND HOPE *DOCTOR DOOM* AND HIS ALLIES ARE TOO BUSY CELEBRATING TO PURSUE US!

WHA...?

EASY, SPIDER-MAN! JUST RELAX! YOU WERE HIT PRETTY HARD!

BUT--BUT, HULK, I-- I SENSE *DANGER*... MY *SPIDER-SENSE* WARNING ME... DANGER... ABOVE...

WHAT? DANGER ABOVE?

GOOD GRIEF!

CAP! LOOK!

I--I CAN'T PUT ALL THESE PEOPLE DOWN IN TIME TO KNOCK THAT THING AWAY!

BUT, IN ONE FLUID BLUR OF MOTION, THE MAN CALLED HAWKEYE NOCKS, DRAWS AND FIRES...

THIS EXPLOSIVE ARROW ISN'T POWERFUL ENOUGH TO SPLINTER SOMETHING THAT BIG, BUT IF I PLACE IT *PERFECTLY*--

BARRROOM!

--IT'LL *SPLIT* IT!

NICE WORK, HAWK! NOW IF ONLY MY POWER IS ENOUGH--!

*SOPHISTICATED MICRO-COMPUTERS BUILT INTO **IRON MAN'S** ARMOR GUIDE HIS AIM AND SET THE FOCUS OF TWIN, PALM-MOUNTED **REPULSOR BEAMS**--*

--WHICH STRIKE THEIR TARGET UNERRINGLY WITH THUNDER-OUS IMPACT!

THOOM!

KA-THOOM!

HE *DEFLECTED* THE FRAGMENTS -- JUST ENOUGH! NICE GOING, SHELLHEAD!

AND YOU DIDN'T EVEN DROP CAPTAIN MARVEL! NOT BAD!

I NEVER DROP TALENT LIKE *THIS*, MY MAN!

LET'S KEEP *MOVING*, TROOPS, BEFORE...

OH, NO!

*SUDDENLY, UNBELIEVABLY, A MOUNTAIN RANGE WHICH WOULD DWARF THE **ANDES** LOOMS ABOVE THEM...*

FOR A SECOND, IMPOSSIBLY, IT HANGS SUSPENDED IN THE SKY--

*--AND THEN IT **FALLS!***

AND...

THAT DID IT! THEY'RE *FINISHED!*

AMAZING! NICE WORK!

I THINK YOU'RE *WONDERFUL,* OWEN!

IT WAS NOTHING, REALLY!

THAT *MUST* HAVE KILLED THEM!

PERHAPS...

MEANWHILE, HALF A WORLD AWAY...

THE *BEYONDER,* WHO IN HIS INFINITE POWER BROUGHT US HENCE, HAS OFFERED TO EACH OF THE VICTORS ANY PRIZE HE MAY ASK! WHAT WOULD YOU ASK, ENCHANTRESS--? YOU WHO ARE SO BEAUTIFUL, POWERFUL, AND IMMORTAL... VERILY, A *GODDESS!*

I WOULD ASK FOR YOUR LOVE, THOR--BECAUSE, FOR MILLENNIA, I HAVE DESIRED YOU!

AS WELL YOU KNOW--! FOR, I STOP AT NOTHING TO SATISFY MY SELFISH DESIRES, AND I HAVE OFTEN SOUGHT TO TAKE YOUR LOVE BY DECEIT OR FORCE!

LOVE IS NOT AN OBJECT TO BE SEIZED OR STOLEN! IT CAN ONLY BE GIVEN!

AYE...BUT WE IMMORTALS ARE WONT TO OCCUPY OUR ENDLESS DAYS WITH FOOLISH AND IMPOSSIBLE QUESTS--EITHER TO KEEP FROM GOING MAD--

--OR BECAUSE WE *ARE!*

COULD YOU EVER LOVE ME, THOR?

I--I KNOW NOT!

AM I NOT BEAUTIFUL?

WITHOUT, SURELY...BUT TRUE BEAUTY IS A THING OF THE SPIRIT! WHY IS *THAT* NOT YOUR QUEST, FAIR ONE--? TO OVERCOME PETTY GREED AND LUST--AND UNFETTER THE BEAUTY OF YOUR GODLY SPIRIT?

KISS ME, THOR...GIVE ME A GLIMMER OF HOPE ...AND I WILL TRY!

SUDDENLY...

BY ODIN'S BEARD!

AN EARTH-QUAKE-- BUT SUDDEN AND QUICK TO PASS!

'TWAS NOT A NATURAL OCCURRENCE-- INDEED, PRECIOUS LITTLE HERE IS! I HAVE A SENSE OF THESE THINGS...

IT COULD ONLY HAVE BEEN A SHOCKWAVE FROM SOME CATACLYSMIC BLOW--MIGHTY ENOUGH TO SHAKE THIS ENTIRE WORLD!

THEN...I MUST RETURN TO MY FRIENDS!

AND I WITH THEE, NOBLE THOR!

HURRY, ENCHANTRESS! I FEAR WE HAVE TARRIED HERE TOO LONG!

IT IS DONE!

AND...

HOLY COW! *THOR!*

AND THE ENCHANTRESS! I GUESS THEY'VE BEEN OFF PARTYIN'!

WHAT'S THIS--? OUR FORTRESS LAID WASTE--?!

HEY, YOU SEE REAL GOOD, JERK!

LET ME HAVE HIM-- ONE ON ONE! I WANT TO...

SILENCE!

DOOM! WHERE ARE MY COMRADES? WHAT HAVE YOU DONE WITH THEM?

I WANT *ANSWERS--!* SPEAK QUICKLY!

WHY...THEY ARE *DEAD!* WE HAVE SLAIN THEM ALL... BY DROPPING A MOUNTAIN RANGE ON TOP OF THEM!

SIMPLE! EFFECTIVE! NO?

NOW, LISTEN WELL! YOU ARE HOPELESSLY OUTNUMBERED! SUBMIT --AND I GUARANTEE YOU A MERCIFUL DEATH!

ARE YOU MAD, DOOM? DO YOU TRULY BELIEVE THAT *ANY* ODDS MIGHT DETER THOR FROM STRIVING TILL THE LAST BREATH?

OF COURSE NOT! HOWEVER, COMMON COURTESY DEMANDS THAT I MAKE THE OFFER! IT *IS* THIRTEEN TO ONE AGAINST YOU...

PERHAPS...

AYE...!

SO BE IT!

ENOUGH TALK! LET'S *ACE* THE SUCKER!

GET 'IM!

K-KRAK!

STUPID! YOU SHOULDN'T HAVE THROWN AWAY THAT CLUB--!

KTANG!

THOOM!

YOU'RE GOING TO MISS IT! IT *MIGHT* HAVE GIVEN YOU A CHANCE AGAINST ME... *TITANIA!*

TITANIA--! THE WOMAN WHO KILLED THOR WITH HER BARE HANDS! THAT'S WHAT THEY'LL CALL ME--!

FWAM!

MAYHAP, WOMAN--

FWIKKK!

--WHEN ICICLES ORNAMENT SURTUR'S FIERY REALM!

NOW WE GOT 'IM! PULL HIM DOWN!

JUST MAKE SURE YOU BOZOS HOLD HIM FOR A FEW SECONDS, WHILE I ABSORB THE PROPERTIES OF THIS JUNK--

--THEN I'LL BASH HIS HEAD IN FOR YA!

KRANNG!

HEY! HE *BLOCKED* IT! CAN'T YOU IDIOTS DO ANYTHING RIGHT?

WE'RE TRYING--! BUT HE'S-- HE'S TOO *STRONG!*

LOOK OUT--! *UHH!*

AWAY, VARLETS! THY TOUCH OFFENDS ME!

AT THE COMMAND OF THE GOD OF THUNDER, LET THE FURY OF THE SKIES SMITE MINE ENEMIES!

KRACK-A-BOOM!

LOOK OUT!

WHEN I REBUILT ULTRON, I ADDED A NEW WEAPON TO HIS INVULNERABLE ROBOT BODY, THOR--!

AN ENERGY BEAM WHICH CANCELS THE FORCES BONDING SUB-ATOMIC PARTICLES TOGETHER! A... *DISINTEGRATOR*, IF YOU WILL!

AH! ONLY UNDER COMBAT CONDITIONS CAN ONE TRULY EVALUATE THE EFFECTIVENESS OF ONE'S NEWLY DESIGNED WEAPONS! DO YOU NOT AGREE, THUNDERGOD?

KA-THOOM!

I BELIEVE THE TEST CAN BE CALLED A SUCCESS!

SO IT WOULD APPEAR! NOTHING LEFT BUT HIS HELMET--

--AND SCRAPS OF HIS CAPE!

THAT MEANS WE'VE WON!

THE *X-MEN* ARE NOT YET ACCOUNTED FOR, DOCTOR OCTOPUS...NOR IS MAGNETO...AND GALACTUS REMAINS A... POSSIBLE PROBLEM!

WE SHALL RETURN TO DOOM-BASE AND PLAN OUR NEXT STRIKE--BUT FIRST, THERE IS YET ONE OTHER MATTER TO ATTEND HERE AND NOW!

ONE OF YOU TRIED TO *KILL* ME...

INDEED, HE ALMOST SUCCEEDED*! AND FOR THAT TRANSGRESSION, HE MUST PAY!

DOOM, WAIT! THE CIRCUMSTANCES WERE...

ULTRON--! SLAY *KANG!*

*ISSUE #1!

DOOM! LISTEN TO ME!

YOU'LL NEED ME LATER, YOU FOOL! DON'T--*ARRRGH!*

I TRUST THAT THE LESSON IS NOT LOST UPON THE REST OF YOU!

NOW... TO DOOMBASE!

AT THAT MOMENT, MANY HUNDREDS OF MILES DISTANT, A STRANGE AIRCRAFT SOARS ABOVE THE ALIEN LANDSCAPE!

*IT IS PILOTED **PSIONICALLY** BY PROFESSOR CHARLES XAVIER, FOUNDER OF THE BAND OF MUTANTS KNOWN AS **THE X-MEN**...*

I BELIEVE THAT I NEGLECTED TO COMPLIMENT YOU, ***STORM***, ON THE SUPERB JOB YOU DID HELPING ME NAVIGATE THROUGH THE TEMPEST*!

IT WAS TOO POWERFUL FOR ME TO QUELL ENTIRELY--BUT MODERATING THE WINDS IN OUR IMMEDIATE VICINITY WAS NOT DIFFICULT, PROFESSOR!

*SEE LAST ISSUE!

*THE SILENCE SLAMS SHUT AGAIN AS STORM'S WORDS FADE, EACH X-MAN LOST IN HIS OWN REVERIE--ESPECIALLY **PETER RASPUTIN**, CODE-NAMED **COLOSSUS**...*

KITTY, I MISS YOU SO MUCH--! I--I FEAR YOU ARE IN AWFUL DANGER NOW--AS WE SURELY ARE HERE IN THIS GODFORSAKEN WORLD, SO FAR FROM HOME... AND YOU! I THINK...THERE IS NO RETURNING FROM THIS PLACE!

ALL THE DREAMS I HARDLY DARED TO DREAM ABOUT US ARE...FINISHED! IF ONLY I COULD SEE YOU ONE MORE TIME--!

ONLY A FEW FEET AWAY, THE WOMAN KNOWN ONLY AS **ROGUE** ALSO BROODS...

NOT TOO LONG AGO, I PROBABLY WOULD HAVE BEEN FIGHTING ON **DOOM'S** SIDE!

NOW I'M WITH THE X-MEN--BUT IF PUSH COMES TO SHOVE...IF WE'RE **LOSING**... WILL I STAY WITH THE X-MEN? I WONDER...

CRUNCH!

I DON'T WANT TO DIE!

WHY DO YOU KEEP POPPING YOUR CLAWS, WOLVERINE? SURELY, YOU AREN'T LOOKING **FORWARD** TO THE INEVITABLE BATTLE?

NIGHTCRAWLER, I GO THROUGH LIFE HOLDIN' BACK--KEEPIN' THE ANIMAL INSIDE IN CHECK--JUST BARELY!

BUT THIS IS **WAR**--MAYBE THE **LAST** WAR, FOR ALL THE MARBLES IN THE UNIVERSE!

SO THIS TIME, I AIN'T TAKIN' PRISONERS... NO MATTER WHAT CHARLEY THINKS!

IF PROFESSOR CHARLES XAVIER OVERHEARS, HE MAKES NO SIGN! HIS FURROWED BROW BETRAYS GREATER CONCENTRATION THAN NECESSARY SIMPLY TO GUIDE THE SHIP--

--AS HE PONDERS A CERTAIN **INCIDENT**, ONLY HOURS AGO, INVOLVING **SPIDER-MAN**--AND IS DEEPLY, DEEPLY TROUBLED!

THERE! THAT MUST BE MAGNETO'S FORTRESS AHEAD, CYCLOPS!

I DON'T KNOW WHETHER TO BE RELIEVED OR WORRIED!

MAGNETO'S POWER ON OUR SIDE COULD BE A DECIDING FACTOR IN THIS WAR! ON THE OTHER HAND, IF HE'S NOT IN THE MOOD FOR AN ALLIANCE --

--WE COULD BE IN FOR THE FIGHT OF OUR LIVES!

MEANWHILE, INSIDE THE AWESOME STRUCTURE, THE MUTANT MASTER OF MAGNETISM FOCUSES HIS STAGGERING POWER INTO A CONCENTRATED FIELD OF ENERGY POTENT ENOUGH TO RAZE A SMALL **CITY**...

STRAINING, HE SUBTLY MANIPULATES THE FIELD, PULLING METALLIC PARTICLES FROM THE VERY AIR-- SHAPING THEM, COMPRESSING THEM, FUSING THEM ATOM BY ATOM--

--UNTIL...

AHA!

HERE YOU ARE, JANET!

I TRUST THIS WILL SUFFICE!

WHY, THANK YOU!

GOODNESS! YOU REALLY DISCOVER THE THINGS YOU TAKE FOR GRANTED WHEN BERGDORF GOODMAN'S IS A BILLION-ZILLION MILES AWAY!

AND I WISH THIS PLACE HAD *PLUMBING!* WHAT SORT OF BEINGS WOULD BUILD A PLACE WITH NO ...NO *POWDER ROOMS?*

THEY MUST HAVE BEEN VAGUELY HUMANOID, JUDGING FROM THE FURNISHINGS--AND THESE DELICIOUS ALIEN FRUIT NECTARS WHICH, APPARENTLY, THEY CONSUMED!

WOULD YOU LIKE SOME?

NAH! GOT ANY COLD BEER, MAGGIE?

THE *X-MEN!*

GOOD MORNING, MAGNUS! I HAVE COME TO DISCUSS JOINING FORCES! I BELIEVE IT MAY BE MUTUALLY ADVANTAGEOUS TO FORGET OUR VARIOUS DIFFERENCES AND WORK TOGETHER!

AS A FORCE INDEPENDENT OF THAT UNDER CAPTAIN AMERICA'S COMMAND, THERE IS MUCH GOOD WE MIGHT DO!

HOW INTERESTING! JANET--PERHAPS YOU KNOW HER BETTER AS THE ***WASP***, LEADER OF THE AVENGERS--JANET AND I HAVE BEEN DISCUSSING PRECISELY THAT!

"SLAY YOUR ENEMIES, AND ALL YOU DESIRE SHALL BE YOURS!" THAT IS WHAT THE ***BEYONDER*** TOLD US WHEN HE PLACED US HERE! AFTER SEEING HIS POWER DEMONSTRATED, I BELIEVE HIM!

THEREFORE, WE MUST TAKE AN AGGRESSIVE ROLE--! UNLIKE CAPTAIN AMERICA AND HIS ALLIES, WE MUST NOT FIGHT A DEFENSIVE BATTLE! WE MUST ***SLAY*** DOCTOR DOOM AND HIS LACKEYS!

AND IF CAPTAIN AMERICA'S COMPANY DOES NOT SEE THE WISDOM OF OUR COURSE--IF THEY DO NOT JOIN WITH US, OR WORSE, IF THEY ***OPPOSE*** US--WE MUST SLAY THEM AS WELL!

DON'T YOU SEE--? SHOULD DOOM TRIUMPH, HE WOULD HAVE THE BEYONDER FULFILL HIS SELFISH DESIRES! BUT WE, BY THE BEYONDER'S GRACE WOULD CREATE A ***GOLDEN AGE*** ON EARTH--AND THROUGHOUT THE UNIVERSE! AN AGE IN WHICH MEN AND MUTANTS LIVE TOGETHER IN PEACE!

WE ***MUST*** FIGHT TO THE DEATH--AND ***WIN!*** JANET AGREES WITH ME--! DON'T YOU, MY DEAR?

YOU KNOW, MAG, YOU'RE A POMPOUS, OVERBEARING JERK! CUTE, THOUGH...

DID YOU REALLY THINK I'D EVER ***CONSIDER*** GOING ALONG WITH YOUR SICK PLANS? I'VE JUST BEEN PLAYING ALONG TO FIND OUT WHAT YOU'RE UP TO!

AND NOW THAT I KNOW YOU REALLY, REALLY ARE THE MOST EVIL SCUM SINCE HITLER--I'M GOING TO ***STOP*** YOU!

WHAT?! YOU ***DARE***--?!

YEP! *NYAH, NYAH,* CAN'T HIT ME!

SHRINKING TO WASP SIZE WON'T SAVE YOU!

OH, BUT THAT'S NOT ***ALL*** I CAN DO!

WASPS ALSO HAVE *STINGS*-- IN MY CASE A BIO-ELECTRIC ONE!

YOU'RE A GREAT KISSER, MAGNETO--BUT LIKE A LOT OF MEN, YOU PRESUME THAT ONCE YOU ROMANCE A WOMAN HER MIND TURNS TO MUSH, AND THEN YOU *OWN* HER!

WRONG!

AHHHHGH!

STOP HER! IF SHE *INJURES* HIM--!

WE MAY *NEED* MAGNETO, LADY! NOW, SETTLE DOWN, OR...

NO!

IF YOU'RE ON HIS SIDE, THEN YOU'RE NOT VERY NICE, AND I'M NOT LETTING YOU NEAR ME!

WHAK!

JUST BE GRATEFUL I'M NOT LIKE MAGNETO! IF I WERE USING EVEN HALF-POWER STINGS, YOU'D BE *SPLATTERED*, NOT STUNNED! SO THERE!

I'D BETTER GET OUT OF HERE! ONE OF THEM COULD GET LUCKY AND SOME-HOW ZAP *ME*--

--AND I'VE GOT TO WARN CAP AND THE OTHERS ABOUT WHAT *RATS* THEY ARE!

BESIDES, THAT PLANET-QUAKE WE FELT A WHILE AGO GOT ME WORRIED--! I CAN'T SHAKE THE FEELING THAT IT MEANT SOMETHING *TERRIBLE* HAPPENED! I'VE GOT TO GET BACK!

SHE CAUGHT US FLATFOOTED--! CLOBBERED US!

WE DESERVED IT! WE RE-ACTED SLOWLY... NO TEAM-WORK...

FIRST SPIDER-MAN TRASHES US*... NOW THE *WASP?!* I'VE HAD IT WITH GETTIN' DUMPED ON MY BUTT!

SHE WON'T GET FAR!

*LAST ISSUE!

HMPH! TAKING EVASIVE ACTION WON'T SAVE HER! THAT LITTLE FOOL--! I'LL CRUSH THAT VEHICLE, AND HER WITH IT!

MEANWHILE...

HOW DO YOU *STEER* THIS THING--! IT'D TAKE SIX HANDS TO WORK THESE CONTROLS!

I'D GET OUT AND WALK-- IF I COULD FIGURE HOW TO *STOP!*

GOODNESS!

MAGNUS, *NO!* I CANNOT ALLOW YOU TO DO THIS!

ALLOW ME? YOU PRESUME *MUCH*, XAVIER!

LISTEN TO ME! I COULD HAVE PREVENTED HER ESCAPE WITH A SIMPLE TELE-PATHIC COMMAND --BUT I CHOSE *NOT* TO!

A FEW HOURS AGO, I SUC-CUMBED TO TEMPTATION AND PSIONICALLY PREVENTED SPIDER-MAN FROM DELAYING OUR JOURNEY HERE! THAT WAS A *CRIME*--AN ACT I SHALL LONG REGRET!

IN THAT MOMENT OF WEAKNESS, I WAS NO BETTER THAN DOOM... OR *HITLER*...OR ANYONE ELSE WHO EVER USED POWER TO USURP ANOTHER'S FREEDOM!

IF WE ARE TO BE ALLIES, MAGNETO, WE MUST FIRST AGREE THAT WHAT-EVER NOBLE ENDS WE SEEK *DO NOT* JUSTIFY EVIL MEANS!

MEANWHILE, FAR AWAY, WHERE A NEWLY-PLANTED MOUNTAIN RANGE RISES FROM THE PLANET'S CRUST...

WHILE DUST STILL SETTLES ON THE SURFACE--

*--DEEP BENEATH **BILLIONS** OF TONS OF STONE...*

HOW ABOUT A LITTLE LIGHT?

YOU GOT IT!

THERE MUST BE TWO MILES OF ROCK ABOVE US! HOW CAN EVEN *YOU* HOLD ALL THAT UP, HULK?

I'M JUST BRACING IT... I'VE GOT LEVERAGE! STILL...I DON'T KNOW HOW *LONG*...SECONDS... A MINUTE, MAYBE...

WE COULDN'T DIG OUT OF HERE IN A *MONTH!* WE'RE AS GOOD AS...

NO! WE'RE STILL ALIVE! THERE *IS* A WAY!

HELP ME REVIVE REED!

HE'S COMING AROUND!

REED! LISTEN, WE'RE IN TROUBLE! THEY DROPPED A WHOLE MOUNTAIN ON US, MAN! IRON MAN AND HULK WEDGED OUT A SPACE AS IT LANDED, KEEPIN' US FROM BEING SQUASHED...

THERE AIN'T ENOUGH AIR FOR THE TORCH TO FLAME ON AND BURN HIS WAY OUT ...AND IT'S PROBABLY TOO FAR ANYWAY! NO ONE HERE HAS POWER ENOUGH TO CUT THROUGH OR DIG OUT...

EXCEPT *ME*...BUT IF I LET GO...THE ROCK ABOVE WILL FALL, SMASHING US ALL...BEFORE I COULD START DIGGING!

IRON MAN--! LET ME HAVE A LOOK AT YOUR ARMOR! IF IT OPERATES AS I SUSPECT IT DOES, I JUST MIGHT HAVE AN IDEA!

YOU MUST HAVE A TOOL KIT--! I'LL NEED IT! AND, HAWKEYE, IF YOU HAVE ANY TRICK ARROWS WITH MICRO-ELECTRONIC COMPONENTS...

GOOD! SPIDER-MAN, YOUR WEB-SHOOTING DEVICES MUST HAVE CIRCUITIZED RELAYS! I'LL NEED THEM, TOO!

MY *WEB-SHOOTERS*--?!

THERE'S NO TIME TO ARGUE!

I--OH, ALL RIGHT! I GUESS... YEAH...THE AIR'S RUNNING OUT... HULK'S GETTING EXHAUSTED... WHY *NOT?*

CAN WE HELP?

NO... IRON MAN, YOUR ARMOR IS MORE TECHNOLOGICALLY ADVANCED THAN I'D EVER *DREAMED!*

WORKING WITH IT IS EASIER THAN I DARED HOPE! EVERY SYSTEM IS ALREADY CROSS-LINKED--A CINCH TO MODIFY! I KNEW TONY STARK WAS *BRILLIANT*, BUT--

SHUT *UP*, RICHARDS! I'M *TIRED* OF HEARING ABOUT HOW BRILLIANT YOU ARE, AND NOW, HOW BRILLIANT STARK IS--! DO YOU HEAR ME? THE DUMB BRUTE WHO'S BUYING YOU THIS TIME IS FED UP WITH THAT GARBAGE!

I...SEE!

WELL, THAT'S EXACTLY THE KIND OF SELF-PITYING MEWLING WE EXPECT FROM YOU, HULK...OR DOCTOR BANNER, OR WHOEVER YOU ARE! BUT, YOU'RE CORRECT--YOU ARE A BRUTE...SO KEEP USING YOUR MUSCLE! THAT'S ALL YOU'RE GOOD FOR!

WHY, YOU--! YOU ARROGANT CLOWN! YOU *KNOW* I'M LOSING MY INTELLECT, DON'T YOU? AND YOU THINK I'M JUST A DUMB OX AGAIN ALREADY, DON'T YOU? WELL, MAYBE I *AM*--

--BUT YOU BETTER PRAY YOUR STUPID PLAN *FAILS*--BECAUSE IF WE GET OUT OF HERE I'M GOING TO RIP YOU APART!

CAPTAIN MARVEL! JOHNNY! I'VE ADAPTED IRON MAN'S ENERGY-INPUT CIRCUITS SO THAT YOU CAN FEED *YOUR* ENERGY DIRECTLY INTO HIS POWER PODS USING THESE MAKESHIFT TRANSFER UNITS!

CONCENTRATE--! JOHNNY, CHANNEL YOUR MAXIMUM NOVA-FLAME HEAT THROUGH YOUR HAND INTO THE UNIT! CAPTAIN, GIVE HIM THE FULL-SPECTRUM OF ELECTRO-MAGNETIC RADIATION!

HEY--! I CAN FEEL THEIR POWER POURIN' IN, ADDIN' TO MINE! IT'S UN-STICKIN'-BELIEVABLE!

I *HEAR* SOMETHING...A TAPPING NOISE! IT'S COMING FROM THAT DIRECTION!

FULL-FORCE REPULSORS, IRON MAN, *THAT* WAY--*NOW!*

KTHOOOM!

AND, SO...

I NEVER *DREAMED* HOW POWERFUL THIS ARMOR IS! WITH ENOUGH ENERGY, I CAN DO ANY-THING -- *ANYTHING!*

HO! CAPTAIN AMERICA! A WELCOME SIGHT THOU ART!

MY MIGHTIEST BLOWS--? *TAPPING?* YOU WERE BURIED DEEP, INDEED!

THOR! I THOUGHT THAT THAT TAPPING SOUND WE HEARD MIGHT BE YOU TRYING TO DIG US OUT!

IN BATTLE WITH DOOM'S FORCES I LEARNED OF YOUR PLIGHT! I USED A FLASH OF LIGHTNING TO BLIND THEM WHILE I ESCAPED TO COME TO YOUR AID -- UNDULY, 'TWOULD SEEM!

WE THOUGHT MAYBE THE ENCHANT-RESS HAD SOMEHOW SPIRITED YOU AWAY!

'TIS A TALE LONG IN THE TELLING!

LATER, THEN!

CAPTAIN MARVEL--! WE NEED...

FOOD, SHELTER, MEDICAL SUPPLIES--! OKAY, THE SPEED-OF-LIGHT SCOUT-ING SERVICE IS ON THE CASE, CAP!

HULK-- DOCTOR BANNER-- I'M SORRY ABOUT WHAT I SAID DOWN THERE! I WAS ONLY...

YOU KNEW I WAS LOSING IT! YOU DELIBERATELY MADE ME ANGRY BE-CAUSE YOU KNEW THE MADDER I GET, THE STRONGER I GET!

YES, I *KNOW* RICHARDS! I FINALLY FIGURED IT OUT! I'M NOT THAT STUPID!

SPLIT-SECONDS LATER...

NOTHING *THIS* DIRECTION...

HMM...THERE'S WHAT'S LEFT OF OUR OLD HQ! WELL, FORGET THAT!

I WONDER WHERE IT CAME FROM--? WHOSE IT WAS BEFORE THE BEYONDER TRANSPORTED IT HERE?

AND THERE'S *GALACTUS*, STILL KEEP-ING SOME MYSTERIOUS VIGIL ATOP THAT PEAK! HE'S BEEN LIKE THAT ALMOST SINCE WE ARRIVED HERE!

I DEFINITELY DON'T WANT TO DISTURB *THAT* GUY--! RICHARDS SAYS HE EATS *PLANETS!*

HEY, A VILLAGE--! SO, THE BEYONDER BROUGHT SOME NON-COMBATANTS ALONG FOR THE RIDE, TOO!

IT FIGURES! OBVIOUSLY, THE BIG B SPARED NO EFFORT TO PROVIDE ALL THE NECESSARY ACCOUTREMENTS FOR THIS LITTLE SECRET WAR...

...AND WHAT'S A WAR WITHOUT INNOCENT VICTIMS?

I CAN'T GET OVER HOW ABRUPTLY AND DRAMATICALLY THE TERRAIN CHANGES EVERY FEW HUNDRED MILES ON THIS CRAZY PATCHWORK PLANET--! WONDER IF THERE'S ANYTHING PAST THIS... WEIRDNESS...

WHOOPS! DOOM'S BASE! I'M NOT LIKELY TO FIND HELP *HERE!* BETTER ABOUT-FACE BEFORE I'M DETECTED!

THERE'S THAT VILLAGE AGAIN--! IT HAS ONE TEENSY LITTLE *PROBLEM*...STILL IT WOULD SEEM TO BE OUR BEST BET!

HOURS LATER...

RIGHT UNDER GALACTUS'S *NOSE*--? IS SHE *KIDDING*?

I *TOLD* YOU THAT--! THIS IS THE BEST I COULD DO!

SOON...

THESE PEOPLE DON'T LOOK TOO HAPPY TO SEE US!

WHO CAN BLAME THEM FOR BEING AFRAID?

ᛋᛏᛁᛚᚾᛁᚳᚢᛚᚨ

ᚷᚱᛖᛖᛏᛁᚾᚷᛋ

CAN'T THEY SEE WE NEED HELP? I'LL *MAKE* 'EM HELP US!

NO, HULK! THAT'S NOT OUR WAY! BESIDES... I THINK THAT WOMAN IS ARGUING ON OUR BEHALF...

SHE WON!

OR...IT'S A TRAP!

NAH! MY SPIDER-SENSE WOULD BE TINGLING A BLUE STREAK! THEY REALLY MEAN TO HELP US...

...SO FAR!

INTERESTING! THIS GIRL SEEMS TO BE THE VILLAGE *HEALER!* THIS MUST BE SOME KIND OF RITUALISTIC LAYING-ON-OF-HANDS...

I GUESS IT CAN'T HURT...

HURT? HEY, IT FEELS *TERRIFIC*, GUYS! MY RIBS AND ARM FEEL BETTER ALREADY! REALLY!

YEAH, SAME TO YOU, GORGEOUS!

WOW! I THINK I'M IN LOVE!

BABY, I'LL TUMBLE 4 YA!

TORCH, YOU GOT NO CLASS, MAN!

I DON'T KNOW ABOUT THIS PLACE, REED-- I MEAN WE'RE RIGHT IN PLAIN SIGHT OF GALACTUS!

BEN, BELIEVE ME, IF HE CARED ABOUT US IT WOULDN'T MATTER WHERE WE WERE HIDDEN...BUT HE *DOESN'T*-- SO RIGHT HERE IS JUST AS SAFE AS ANYWHERE ELSE!

OKAY, YOU'RE THE BOSS, BUT... HEY!

BEN--!

I'M THE *THING* AGAIN!

SON OF A--! WHAT IN THE BLUE BLAZES IS *WRONG* WITH ME?

ON EARTH, I'M *ALWAYS* A LOVEABLE LUMP OF ORANGE ROCKS... HERE, ALL OF A SUDDEN, I GIT HUMAN AGAIN FOR NO REASON AT THE WORST POSSIBLE TIME...

...AN' NOW I'M A MONSTER AGAIN...

WHY, BIG BRAIN? *WHY?!*

I... I'M NOT SURE, BEN!

BUT I HAVE A STRONG SUSPICION ...AND IT'S NOT GOOD NEWS!

I'LL... UH, GIVE IT SOME THOUGHT!

YOU DO THAT, STRETCHO! I'M GOING TO SEE IF THESE GUYS GOT A COT BIG ENUFF FOR ME, AND HIT THE SACK...

...IF THESE LITTLE WIMPS DON'T PANIC AND RUN OFF AT THE SIGHT OF MY BEAUTIFUL BOD!

AT LAST I TRULY UNDERSTAND JUST HOW LONELY YOU FEEL, BEN-- TRAPPED INSIDE THAT BODY! NOW I'M TRAPPED, TOO... BILLIONS OF LIGHT YEARS AWAY FROM SUE... FIGHTING WHAT MAY BE THE LAST FIGHT!

IT MUST BE WORSE FOR HER... ABOUT TO GIVE BIRTH TO OUR SECOND CHILD, NOT KNOWING WHEN... OR *IF* I'LL BE BACK!

WHAT--? HE MOVED! GALACTUS MOVED!

OH... NO! *NO!*

NEXT **THE BATTLE OF FOUR ARMIES!**

SON OF ULTRON